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SUPPLEMENTAL DECLARATION OF COLE BRODMAN

Executive Vice President and Chief Marketing Officer

T-Mobile USA, Inc.

I, Cole Brodman, hereby declare the following:

1. I am currently Executive Vice President and Chief Marketing Officer of T-Mobile USA. I have been with T-Mobile USA and its predecessor companies, VoiceStream Wireless and Western Wireless, since 1995.

2. In my current capacity I am responsible for T-Mobile USA's overall brand, customer segment management, marketing, and advertising for all plans, products, and services. Additionally, I have responsibility for ideation, development and operations of new products, services, mobile phones and devices. In previous positions, I have held executive leadership positions responsible for the development and operation of T-Mobile USA's network and technology base, product management, roaming, T-Mobile USA Hotspot, and business development activities.

3. Prior to joining T-Mobile USA/VoiceStream/Western Wireless, I was with Nortel Networks where I held positions in product management, product marketing, and development roles in the telecommunications and wireless product organizations for approximately six years.

4. I am a graduate of the University of Texas at Austin with a BS in Electrical Engineering and Southern Methodist University with a Masters in Business Administration.

I. INTRODUCTION AND SUMMARY

5. In my June 9, 2011 Declaration, I explained that T-Mobile USA has a relatively limited competitive presence in the business segment due to the company's strategic decision to

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focus on its core consumer business. I also explained that T-Mobile USA would have to overcome significant structural challenges created by a lack of critical infrastructure within the “back office” of the B2B business in order to become a more significant competitive alternative for business customers. This Supplemental Declaration expands on both of these points and provides additional information regarding T-Mobile USA’s recent unsuccessful attempt to expand into the business segment.

HISTORICALLY, T-MOBILE USA HAS OCCUPIED A LIMITED COMPETITIVE PRESENCE IN THE BUSINESS SEGMENT.

6. T-Mobile USA made a decision years ago to focus its resources on the consumer segment and not to invest the significant resources sufficient to enable it to compete in the business segment. The decision to focus on the consumer segment rather than the business segment was driven by tradeoffs that T-Mobile USA made with respect to its financial resources, the company’s talent and expertise, and its network footprint, as well as its assessment of where it would have the best chance of succeeding competitively. T-Mobile USA believed that greater upside potential lay on the consumer, rather than the business, customer and that is where it chose to focus. As a result of T-Mobile USA’s decision not to focus and invest significantly on the business segment, T-Mobile USA has not been able to offer a complete suite of full-service, integrated telecommunications solutions for businesses, especially those services demanded by larger customers in this segment. For example, to this day, T-Mobile USA still [BEGIN

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[END CONFIDENTIAL INFORMATION] for businesses. For another example, unlike some of its competitors, T-Mobile USA does not [BEGIN

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[END CONFIDENTIAL

INFORMATION]

RECENT EFFORTS TO ENHANCE T-MOBILE USA’S COMPETITIVE PRESENCE IN THE BUSINESS SEGMENT HAVE PROVEN DIFFICULT.

7. In the last quarter of 2010, T-Mobile USA’s executive team prepared a collaborative plan that laid out a series of broad, aspirational targets for T-Mobile’s strategy in the business segment. The goal was to create a series of functional, enterprise-wide execution plans and targets for 2011 and beyond that would energize the company’s leadership, sales organizations, and regional teams. Specifically, the plan set out a series of **[BEGIN**

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[END

CONFIDENTIAL INFORMATION]. In its initial efforts in this regard, T-Mobile USA focused additionally on increasing its presence in the small business segment. Historically, T-Mobile USA had not served small business customers with customized plans. To address this, the company established a wider set of price plans, a simple set of selling tools, and collateral that sales representatives in T-Mobile USA’s retail shops could use to target and sell to small businesses, and spent advertising dollars aimed at small business customers. T-Mobile USA hoped that these efforts would allow small businesses to grow seamlessly through a series of lines, so that T-Mobile USA could up-sell a customer new plans and new lines as the customer’s business grew.

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8. The results to date, however, have not been [BEGIN HIGHLY CONFIDENTIAL INFORMATION] [END HIGHLY CONFIDENTIAL INFORMATION]. At the outset of this initiative, the executive team set aspirational targets. For small business customers, the original targets ranged from [BEGIN HIGHLY CONFIDENTIAL INFORMATION] [END HIGHLY CONFIDENTIAL INFORMATION] new business customers for the year. But sales to date have lagged significantly below these expectations. From January 1, 2011 through June 11, 2011, [BEGIN HIGHLY CONFIDENTIAL INFORMATION]

[END HIGHLY CONFIDENTIAL INFORMATION] Further, some of T-Mobile USA's stores have [BEGIN HIGHLY CONFIDENTIAL INFORMATION] [END HIGHLY CONFIDENTIAL INFORMATION]. Having [BEGIN HIGHLY CONFIDENTIAL INFORMATION]

[END HIGHLY CONFIDENTIAL INFORMATION]

9. In concert with its attempts to increase small business customers, T-Mobile USA also hoped to increase its large business customer subscribership. To do so, the company needed to enhance its back-office capabilities. The company planned to address these back-office issues

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through a series of IT releases that would bolster the company's enterprise capabilities down through point of sale systems and billing and web systems. The original plan was to **[BEGIN
HIGHLY CONFIDENTIAL INFORMATION]**

**[END HIGHLY CONFIDENTIAL
INFORMATION]**

V. CONCLUSION

10. In summary, T-Mobile USA faces significant challenges in attracting and/or retaining business customers in large part because of the considerable investment that is needed to compete for the enterprise segment. Further, following T-Mobile USA's unsuccessful attempt to refocus on the business segment in early 2011, T-Mobile USA recognizes that any reversal of our historical position and share in this segment would require a sustained and long-term effort, and that success is difficult and uncertain to predict.

EXHIBIT 1

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I declare under penalty of perjury that the foregoing is true and correct. Executed on
July 25, 2011.

Signed:

A handwritten signature in black ink, appearing to read 'Cole Brodman', with a long horizontal stroke extending to the right.

Cole Brodman
Executive Vice President and
Chief Marketing Officer
T-Mobile USA, Inc.

Dated: July 25, 2011

AT&T Business Solutions

AT&T sells wireless services to business customers through its AT&T Business Solutions (ABS) group. In October 2008, AT&T integrated both wireline and wireless business solutions under ABS to better serve its business customers. This allowed AT&T to functionally integrate its business sales and provide a single point of contact to business customers. The ABS group sells wireless services as one component of its integrated solutions for businesses large and small.¹ There is no separate business sales force within AT&T Mobility.²

ABS sells a range of integrated wireline and wireless business solutions and currently divides its sales coverage into three segments: (1) Global Enterprise Solutions (GES); (2) Wholesale and GEM Solution (WGS) and (3) Small Business and Alternate Channel (SBAC).

The Global Enterprise Solutions (GES) segment handles accounts that are either multinational or national in scope. There are three sub-segments within GES – Signature, Global, and Premier:

- The Signature Client Group is typically large multinational companies, which represent an annual potential AT&T spend of more than **[Begin Highly Confidential]** **[End Highly Confidential]**.
- The Global Client Group is organized into three tiers – Global Signature, Global Enterprise, and Global Regional. These are typically non-US headquartered national or regional accounts which represent an annual potential AT&T spend of **[Begin Highly Confidential]** **[End Highly Confidential]**, depending on the tier.
- The Premier Client Group is generally regional or smaller national businesses, with an annual potential AT&T spend of more than **[Begin Highly Confidential]** **[End Highly Confidential]**.

The Wholesale and Government Solutions (WGS) segment sells to a range of sales channels grouped in three sub-segments:

- Wholesale customers, including wireline carriers (*e.g.*, IXC, CLECS, ILECS), service providers (*e.g.*, ISPs, VoIP, teleconferencing), cable providers and system integrators;

¹ These services are identified here: <http://www.att.com/gen/landing-pages?pid=9214>

² AT&T Mobility retail stores sell certain small business services, and services to employees of business customers pursuant to contracts negotiated and entered into by ABS. AT&T Mobility stores do not have a separate sales force dedicated to business customers.

EXHIBIT 2

- Federal government agencies and quasi-governmental agencies (*e.g.*, American Red Cross, World Bank), and embassies, missions and consulates; and
- State and local governments, higher and lower educational institutions and healthcare businesses (*e.g.*, hospitals, nursing care facilities).

The Small Business Solutions and Alternate Channels (SBAC) sells to national and regional business customers, as well as alternate channels (*e.g.*, value added resellers, independent dealers, virtual sales centers and telemarketers).

- National Business Markets customers typically have more than **[Begin Highly Confidential]** **[End Highly Confidential]** access lines, or **[Begin Highly Confidential]** **[End Highly Confidential]** or more locations, and an annual potential AT&T spend of **[Begin Highly Confidential]** **[End Highly Confidential]**;
- Regional and Local Business Markets customers typically have fewer than **[Begin Highly Confidential]** **[End Highly Confidential]** access lines, or fewer than **[Begin Highly Confidential]** **[End Highly Confidential]** locations, and an annual potential AT&T spend of less than **[Begin Highly Confidential]** **[End Highly Confidential]**.

Exhibits 3-7 Are Redacted in Their Entirety.

U.S. Cellular

Business



Business Services

At U.S. Cellular®, we believe in the power of strong relationships. Like the relationships you've built with your customers and business partners. And of course, the relationship between you and your wireless provider. Yes, you'll find a variety of outstanding phones and flexible plans at U.S. Cellular. But you'll find something else, too: a company that actually recognizes and rewards you for your loyalty. We've noticed that isn't how it usually works in a wireless relationship. But we think it should be. And we're doing something about it. If you ever have a question, we encourage you to see a store Sales Associate or Business Account Executive, visit uscellular.com/business, or call 1-866-USC-4BIZ for additional details.

Dedicated Business Customer Service

Our focus on customer satisfaction ensures you get the answers you need while helping to boost your productivity. You'll enjoy the flexibility of getting help in our stores, calling our dedicated business customer service, or if you have more than 21 lines, having a convenient meeting at your office with a dedicated Business Account Executive. Our business-trained associates will do a complimentary needs analysis to make sure you have the phones and plans that help you achieve your business goals. They will also help your employees set up their new phones at your convenience.

We Offer Your Business

Belief Rewards

Earn Belief Points for being a customer, and redeem them for faster phone upgrades and more.

No Contract After the First One

Sign an initial two-year commitment and you won't have to sign another contract, ever again.

Earlier Phone Upgrades

Upgrade your phone at promotional prices every 18 months - or even earlier with Belief Points - without signing a new contract.

Phone Replacement

Take comfort if your phone is ever accidentally damaged, lost or stolen. Included at no additional cost on select business plans.

Belief Plans

Choose the national voice, messaging and data plan that's right for you.

Overage Protection and Forgiveness

Enjoy peace of mind with an automatic Text Message alert whenever your account approaches its monthly limit of plan minutes and/or Text Messages. Plus, with Overage Cap, you'll never pay more than \$50 in voice overages per line. And if you want us to completely waive the charges, you can use Belief Points for Overage Forgiveness.

**How To Buy****1 - 20 Lines:**

Visit a local U.S. Cellular Store

21+ Lines:

1-866-USC-4BIZ

(1-866-872-4249)

8AM - 9PM (CST)

Monday - Friday

Customer Service**Dedicated For Our Business Customers:**

Dial: 1-800-819-9373

Online Auto Pay Discount

Get up to 5% off your monthly bill just for going paperless and signing up for Auto Payment.

Nationwide 3G

Stay productive and connected practically anywhere in the country your business takes you. Browse the Web, download files, and exchange e-mails 10 times faster than dial-up, and stay connected to clients and employees.

Battery Swap

Bring in your phone to participating locations and leave with a fully charged battery - free.

My Contacts Backup

Get My Contacts Backup for your business. Back up, share and update the company contact lists on all your business phones - free.

Business

BUSINESS SERVICES

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Voice & Data Plans

Follow these easy steps for selecting a plan and services for your business:

1. Determine the number of lines your company needs
2. Choose a Belief Plan
3. Choose from our selection of phones and Smartphones
4. Find a local U.S. Cellular store or call 1-866-USC-4BIZ

Business

BUSINESS SERVICES

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National Business Plans

A great wireless plan should be part of your Business Plan.

Your business has unique needs, and our powerful yet flexible Belief Plans are designed to meet them. Whether you need two lines, 50 lines, or anything in between, U.S. Cellular® has the plan to help your business thrive.

EVERY BELIEF PLAN INCLUDES VALUABLE BENEFITS LIKE:

- REWARDS POINTS
- FASTER PHONE UPGRADES
- ONE-AND-DONE CONTRACT
- ONLINE AUTO PAY DISCOUNT
- OVERAGE CAP
- OVERAGE PROTECTION
- OVERAGE FORGIVENESS
- MY CONTACTS BACKUP
- BATTERY SWAP

THE MONTHLY PLAN PRICES SHOWN BELOW INCLUDE 2 LINES.

UP TO 15 LINES	Shared Minutes	Voice Messaging: \$0.25/msg Daily Data: \$3/day per line	Voice & Messaging Unlimited Messaging Daily Data: \$3/day per line	Voice, Messaging & Data Unlimited Messaging Data Plus	Max Lines
	1,000	\$69.99 300 Belief Points	\$99.99 400 Belief Points	\$139.99 500 Belief Points	6
	1,500	\$99.99 400 Belief Points	\$129.99 500 Belief Points	\$169.99 600 Belief Points	
	3,000	\$169.99 600 Belief Points	\$249.99 1,000 Belief Points	\$289.99 1,100 Belief Points	15
UP TO 30 LINES	6,000	\$249.99 1,000 Belief Points	\$379.99 1,500 Belief Points	\$424.99 1,600 Belief Points	20
	10,000	\$499.99 1,900 Belief Points	\$679.99 2,600 Belief Points	\$729.99 2,900 Belief Points	25
	16,000	\$799.99 3,100 Belief Points	\$1,049.99 4,000 Belief Points	\$1,149.99 4,400 Belief Points	30
UP TO 50 LINES	30,000	\$1,609.99 6,100 Belief Points	\$2,009.99 7,700 Belief Points	\$2,109.99 8,100 Belief Points	50
	40,000	\$1,999.99 7,600 Belief Points	\$2,399.99 9,200 Belief Points	\$2,499.99 9,500 Belief Points	
ADD A LINE	Shared Minute Plans	\$10/line 40 Belief Points/line	\$15/line 60 Belief Points/line	\$40/line 150 Belief Points/line	Add a Line Pricing for lines 3+

2 LINES REQUIRED				
UNLIMITED LINES	Shared Minutes	Voice Messaging: \$0.25/msg Daily Data: \$3/day	Voice & Messaging Unlimited Messaging Daily Data: \$3/day	Voice, Messaging & Data Unlimited Messaging Data Plus
	Unlimited	\$69.99/line 350 Belief Points/line	\$79.99/line 500 Belief Points/line	\$99.99/line 675 Belief Points/line

For more information or to buy service with U.S. Cellular, call 1-866-USC-4BIZ or visit a store near you.

Other Features & Services

Nationwide Long Distance

No long distance charges when calling anyone nationwide, including calls to Puerto Rico.

Free Incoming Calls, Texts and Pix

Nearly half the time you spend on your phone is free.

Free Mobile-to-Mobile Calls

Unlimited Calls to and from other U.S. Cellular customers nationwide.

Unlimited Nights and Weekends Starting at 7 p.m.

Unlimited calling Monday through Friday from 7 p.m. to 6:59 a.m. and all day Saturday and Sunday.

International Dialing

International Dialing gives you direct access to over 200 countries.

International Text Messaging

Text over 100 countries from your wireless phone. There is no extra fee for the text messages you send and incoming messages are still free.

Pooled Business Plans

For information on Pooled Business Plans, please contact a Business Account Executive at 1-866-USC-4BIZ.

Business

BUSINESS SERVICES

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Data Solutions

Having ready access to the Internet and all kinds of company data on your phone can help you be as productive and connected out of the office as you are in it. We offer a range of data solutions. Select the ones that work best for you and your employees.

Smartphone Data Plans

By giving you easy access to e-mail, calendars, Microsoft® files and other important information when you're away from the office, Smartphones help you stay connected, organized, efficient and productive. We offer Data Plans for both BlackBerry® and Windows® phones.

BlackBerry® smartphones

- Get wireless access to e-mail, Web and calendar
- View video files and listen to audio files with media player
- Push e-mail technology that allows you to get real-time e-mail anywhere in U.S. Cellular's Enhanced Network or while roaming on a partner network where coverage is available
- Access BlackBerry® Documents to Go
- Get directions from BlackBerry® Maps
- Get apps with BlackBerry® App World

Windows® Phone



Android™-Powered Phones

- Microsoft's Windows Mobile® operating system provides a familiar Windows® experience
- Get wireless access to e-mail, Web and calendar
- E-mail options for businesses with separate inboxes for greater manageability



- Microsoft® Office Mobile gives you access to all your files on the go for maximum productivity
- Windows Media® Player allows you to play videos or stream online media
- Get apps with Windows® phone Apps
- Ability to synchronize with your Outlook® e-mail and contacts
- Truly an open class of devices that are fully customizable
- Gain access to thousands of apps from Android Market™
- Web browsing with a full-featured browser
- Integration with popular Google™ services like Gmail™, Maps, YouTube™ and more

Additional Data Plans

easyedgeSM Data Plans can make your job easier while helping to improve your productivity. Follow voice turn-by-turn directions from Your Navigator, find the information you need with Mobile Browser, get up-to-date addresses and phone numbers with your411, check out weather forecasts and access other useful applications.



To browse our catalog of applications at no cost, just click on the U.S. Cellular icon (★) from your phone's main

screen. Charges begin only when you download an application or use an application that communicates with our network.

Wireless Modems

Wireless modems fit in a laptop and provide mobile Internet access. When enabled by your IT department, they also give you access to corporate applications 24/7 - in or away from the office. Easy to set up and requiring no learning curve, wireless modems provide a familiar online experience.

etrace®

An easy way to manage your mobile workforce, etrace lets you view the location information of each active phone via an online interface, keep track of time cards and transaction information - and benefit from turn-by-turn directions. Contact a Business Account Executive at 1-800-819-9373 for more information.

Business

BUSINESS SERVICES

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Messaging Plans

If you and your employees use Text, Picture and Video Messaging to do your jobs, we have two options to meet your needs.

Pay-As-You-Go

It's only \$0.25 per message to send, forward or reply. Plus all incoming messages are FREE and UNLIMITED. There's no set-up required, so you can send and receive text, picture, and video messages whenever you wish and per-message charges will appear on your bill.

Unlimited

Never worry about overages with plans that let you send as many text, picture, and video messages as you need.

International Text Messaging

Text over 100 countries from your Wireless Phone. There's no extra fee for the text messages you send, and incoming messages are still free. Ask a U.S. Cellular® representative by calling 1-800-819-9373 or view our international text messaging country list.

Business

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Phones & Accessories



U.S. Cellular® offers a wide range of phones and accessories that can help you streamline your connections with employees and customers — and increase your overall productivity.

Smartphones

Powerful productivity tools, Smartphones enable you to conduct business efficiently whether you're in the office or away from it.



Accessories



Accessories such as vehicle chargers, Bluetooth® headsets and extended batteries can minimize downtime when you're working in the field while



ANDROID™ POWERED PHONES

accessories such as carrying cases can make it more convenient to travel with your Wireless Phone.

Save time by browsing for these and other accessories in our convenient Wireless Essentials Shop.



Business

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Smartphones For Business

Smartphones can help you be more productive by giving you easy access to e-mail, calendars and other business information 24/7 - whether you're in or away from the office.

U.S. Cellular® gives you two Smartphone solutions to choose from - Windows® and BlackBerry®. The chart below gives you key information on each.



Personal mail

Corporate mail

Familiar Microsoft® applications

For individuals: BlackBerry® Internet Service™

For companies: BlackBerry® Enterprise Server™ or BlackBerry® Enterprise Server Express™

BlackBerry® Documents to Go

See below for expanded descriptions of each service.

Windows® phone

Windows® provides you with mobile versions of select Microsoft® software such as Microsoft® Office and Outlook®. It's a great way to enjoy a familiar Windows® experience when you're on the move.

Personal E-mail

Windows® wireless e-mail, Web and media for business and personal use:

- Access multiple e-mail accounts through one messaging folder
- Send and receive e-mail anytime thanks to delivery options that fit your needs
- Supports popular e-mail services, including WindowsLive™, Yahoo!®, AOL®, Comcast and many other POP3 services

Corporate E-mail

Wireless e-mail solution for businesses using Microsoft® Exchange Server e-mail system:

- Secure, wireless e-mail with SSL encryption
- Simplified management for IT administrators

BlackBerry® smartphones

BlackBerry® "push" technology automatically sends e-mail to your BlackBerry® smartphone so you're connected while on the go.

For individuals: BlackBerry® Internet Service™

Wireless e-mail and Web solution for small business or personal use:

- Access to e-mail with no IT resources needed
- Supports popular e-mail services, including WindowsLive™, Yahoo!®, AOL®, Comcast and many other POP3 services
- Browser provides you with wireless access to the Internet with your BlackBerry®

For companies: BlackBerry® Enterprise Server™

Solution for businesses using Microsoft® Exchange, Lotus® Domino® or Novell® GroupWise® e-mail systems:

- Secure enterprise-class wireless e-mail and Web with advanced encryption
- Simplified management for corporate IT departments

BlackBerry® Enterprise Server Express™

For businesses of any size that want to enjoy the benefits of BlackBerry® Enterprise Service™ without implementing the full program. BES Express works on Microsoft Exchange Servers only and is free to customers.

Business

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Billing & Reporting

BillTrackerSM (Available for accounts with 10+ lines)

BillTrackerSM is a service that consolidates all your employees' wireless expenses on an easy-to-use Web-based server. This flexible service allows you to:

- Streamline the process for managing your company's monthly wireless expenses
- View your monthly billing data by department name, cost-center number or individual user
- Import your monthly billing data into your company's existing applications such as e-mail, Microsoft Excel[®], Access[®] or Word[®] - or a comma-delimited format
- Have six levels of minute bundles to fit your company's needs
- Create management reports using seven predefined reports that you can customize with your specific search criteria

Detailed Billing (Available for all calling plans)

Detailed billing is a convenient way to track your monthly wireless spending. For example, you can see the calls your business has made and the charges for each call. By tracking your wireless expenses, you can identify business needs and wireless usage for expense reporting each month. And you get the benefits of Detailed Billing at no charge.

Check Minutes (Available for all calling plans)

To check the number of minutes you've used, just dial #BAL (#225) from your Wireless Phone.



Calls to #BAL are always free and you can call at any time of the day or night, seven days a week.

Check Payment Information (Available for all calling plans)

For payment questions, dial #PAY (#729) from your Wireless Phone. Calls to #PAY are always free. You can:

- Find out the amount due on your account
- Confirm the last payment received

- Make a payment via credit card or checking account debit

Business

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Sample Billing Reports

Call Detail

Review users' call detail in a variety of ways

Serving Market

Review wireless usage by region

Subscriber Charges

Review charges for individual or multiple phones

Roamer Detail

Review roaming expenses for all or selected users

Structure Charges

Review user charges within different departments

Charge Detail

View a breakout of detailed charges for a particular subscriber

Grand Total

Review the summary of charges for your entire organization

Business

BUSINESS SERVICES

- [Business Services Home](#)

Repairs, Loaners & Insurance

What to do if your phone isn't working

Knowing how important phones are to your business, we'll get those in need of service up and running again as soon as possible.

- Loaner phones are provided free of charge
- For accounts with 1 - 20 lines, bring your phone to an authorized service center. A service technician will try to fix the phone onsite. If it can't be fixed onsite, we'll send it to the national service center
- For accounts with 20+ lines, contact your Business Account Executive or visit an authorized service center for assistance

Fees for phone repairs

- If your phone malfunctions within the first 15 days of ownership, we'll provide you with a new one - at no charge
- Phones that are covered by a manufacturer's warranty policy will be repaired at no charge (for repair labor and service parts)
- Manufacturers may cover the cost of repairing a defective phone (parts and labor) that has been purchased within the last 12 months if it does not show evidence of customer damage (e.g., physical abuse, liquid damage, etc.). Refer to your owner's manual for specific warranty details

Device Insurance

Device insurance covers your U.S. Cellular® wireless phone or wireless modem in case of theft, loss, accidental damage or mechanical/electrical breakdown (after expiration of the manufacturer's warranty).

This is a smart option for on-the-go workers in the construction, transportation, health-care and public-service fields who operate in rugged environments.

Ready for a new phone? Browse our selection of the latest phones.

Business

BUSINESS SERVICES

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Industry-Specific Solutions

Construction - Keep crews closely connected and projects on schedule and within budget, using:

- Mobile-to-Mobile service
- Voice turn-by-turn directions
- Bluetooth® headsets
- Free Incoming Calls

Manufacturing - Plant managers can control wireless costs with pooled-minute plans while they keep in touch, using:

- Mobile-to-Mobile service
- E-mail
- Bluetooth headsets

Professional Services - Lawyers and accountants can stay productive on the move with calendar and contact tools such as:

- Internet access
- Mobile Instant Messaging
- Text and Picture Messaging
- Voice turn-by-turn directions

Health Care - Doctors, nurses, technicians and other medical professionals can stay in touch and make their jobs easier with:

- Voice and Text Messaging
- Mobile Internet access
- Bluetooth headsets

Retail - Store personnel can keep communication lines open with suppliers and customers, using:

- E-mail
- Text Messaging
- Mobile Internet access

Finance - Financial professionals can keep pace with fast-changing market developments with advanced wireless products such as:

- E-mail
- Calendars they can manage
- Mobile Internet access

Real Estate - Agents can stay in touch with clients, send property photos and locate addresses, using:

- E-mail
- Picture Messaging
- Mobile Browser

To Purchase a U.S. Cellular® Business Plan

Call **1-866-USC-4BIZ (1-866-872-4249)**
8 AM - 9 PM (Central) Monday - Friday

Or visit a local store

Cellular South

We're here for you. [Contact Us](#) | [Find a Store](#) | [Chat Online](#)



Small Business

BlackBerry

- [Print This Page](#)
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The phrase "time is money" is never more true than when you own your own business or work for a small business. So, whether you're managing employees, meeting with clients or servicing customers, you've got to have access to the information you need when you need it. A BlackBerry® smartphone and data service from Cellular South make that possible.

The BlackBerry smartphone becomes your mobile office - making it possible for you to keep up with emails, access client records, manage projects, update billing records, track mileage expenses and much more.

For information on data service from Cellular South, please contact assistforbusiness@cellularsouth.com



Save on fuel with fleet management solution

With today's fuel prices at record highs, every hour your drivers spend driving (and idling) on the road ends up costing you cash.

On average, OnTrack customers have reported experiencing a 10-15% reduction of their annual fuel bill.

ONTRACK BY TELOGIS PROVIDES TOOLS THAT ENABLE YOU TO:

Reduce Excessive Idling

Did you know that every hour a diesel truck idles, it burns approximately one gallon of fuel?

OnTrack generates for you a detailed report that records each minute your trucks unnecessarily idle.

Reduce Speeding

According to the Department of Energy, aggressive driving wastes fuel.

On the highway, every 5 mph driven over 65 mph represents a 7% decrease in fuel economy.

OnTrack shows you exactly how fast each of your drivers is driving to save you money through lowered fuel consumption and reduced risk.

Automated Alerts

With OnTrack, you set up the business rules and OnTrack generates and delivers automated alerts when your drivers are not in compliance.

[Find out more](#)



"With Telogis, Namasco fleet managers found that they were able to reduce their drivers' yearly mileage. With today's rising fuel cost, Telogis helped Namasco achieve a significant cost savings in the first year Telogis Fleet Management Software was deployed."

- Namasco, a Metal Distribution Company

Product information was supplied by application developers. Some applications listed may not work on all BlackBerry smartphones. Please visit each Web site for more information.

GET STARTED

Call Us Toll-Free
1-877-CSOUTH2
(1-877-276-8842)

[Contact a Representative](#)

BUSINESS CUSTOMER SUPPORT

Phone 1-877-276-8842
Email [assistforbusiness@
cellularsouth.com](mailto:assistforbusiness@cellularsouth.com)

WHAT CAN ASSIST FOR BUSINESS DO FOR YOU?

- Answer questions about your bill
- Add or change features on your phone or PDA
- Make voice or data plan changes
- Change user name(s) on your account
- Conduct a free Rate Plan Analysis
- Manage and upgrade your existing equipment
- Purchase accessories
- Add new mobile numbers to your account
- Activate new service
- Assistance with all wireless account needs

Let us help you maximize the one thing that really matters - time.

[assistforbusiness@
cellularsouth.com](mailto:assistforbusiness@cellularsouth.com)

We're here for you. [Contact Us](#) | [Find a Store](#) | [Chat Online](#)



Medium & Large Businesses

BlackBerry

- [Print This Page](#)
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The flow of information is constant and it's easy to be left behind if you're out of touch for even an hour or two. Keeping up is a key to getting ahead, and a BlackBerry® smartphone and data service from Cellular South make that possible.

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For information on data service from Cellular South, please contact assistforbusiness@cellularsouth.com



Save on fuel with fleet management solution

With today's fuel prices at record highs, every hour your drivers spend driving (and idling) on the road ends up costing you cash.

On average, OnTrack customers have reported experiencing a 10-15% reduction of their annual fuel bill.

ONTRACK BY TELOGIS PROVIDES TOOLS THAT ENABLE YOU TO:

Reduce Excessive Idling

Did you know that every hour a diesel truck idles, it burns approximately one gallon of fuel?

OnTrack generates for you a detailed report that records each minute your trucks unnecessarily idle.

Reduce Speeding

According to the Department of Energy, aggressive driving wastes fuel.

On the highway, every 5 mph driven over 65 mph represents a 7% decrease in fuel economy.

OnTrack shows you exactly how fast each of your drivers is driving to save you money through lowered fuel consumption and reduced risk.

Automated Alerts

With OnTrack, you set up the business rules and OnTrack generates and delivers automated alerts when your drivers are not in compliance.

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"With Telogis, Namasco fleet managers found that they were able to reduce their drivers' yearly mileage. With today's rising fuel cost, Telogis helped Namasco achieve a significant cost savings in the first year Telogis Fleet Management Software was deployed."

- Namasco, a Metal Distribution Company

Product information was supplied by application developers. Some applications listed may not work on all BlackBerry smartphones. Please visit each Web site for more information.

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- Make voice or data plan changes
- Change user name(s) on your account
- Conduct a free Rate Plan Analysis
- Manage and upgrade your existing equipment
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Wireless Priority Service

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With OnTrack, you set up the business rules and OnTrack generates and delivers automated alerts when your drivers are not in compliance.

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For businesses to stay productive, team members need to keep the lines of communication open; in fact, the average wireless business user utilizes about 1,000 minutes per month. This usage exceeds the number of minutes offered by the typical business plan, and overage charges can be as high as 45¢ a minute.

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Leap



Press Release

Leap Announces the Launch of Cricket Unlimited(TM) - The First-Ever Complete Package of Unlimited Anytime Local, U.S. Long Distance and Text Messaging Wireless Services

~ With Cricket Unlimited(TM) Consumers Can Quit Worrying About Counting Minutes; Plus Newly Launched Cricket Multi-Value Plan(TM) Brings Simplicity to

Customers with Streamlined and Discounted Wireless Services for the Whole Family or Small Business ~

SAN DIEGO, March 16 /PRNewswire-FirstCall/ -- Continuing to build on the success of its proven business model, Leap Wireless International, Inc., a leading provider of innovative and value-driven wireless communications services, today unveiled Cricket Unlimited(TM) in all of its 39 Cricket markets across the country. The new service, which will be delivered over wireless networks that independent third party analysis confirm are among the best in the nation, gives customers unlimited anytime local calling, unlimited U.S. long distance (except Alaska), unlimited text messaging services, and several other voice features for one, low fixed monthly rate. With Cricket Unlimited(TM), Leap's operating subsidiary Cricket Communications, Inc. becomes the first wireless carrier in each of its markets to offer a complete package of unlimited anytime local, long distance and text messaging services without requiring the customer to agree to a long-term service commitment with a costly early termination charge.

"With Cricket Unlimited, we have once again introduced an industry leading wireless product that continues our five-year tradition of bringing unique, high-quality and value-driven services to consumers across the country," said Harvey P. White, chairman and CEO of Leap. "There is no doubt that many consumers are frustrated by the continued unpredictability of their wireless service. Between keeping track of minutes and trying to understand peak and off-peak hours, it's no wonder that many people are shocked when they get wireless bills that are much higher than they expected. With Cricket Unlimited, we have once again stepped up to fill a void in the marketplace and alleviate consumers' doubts by offering them truly unlimited anytime local and long distance wireless and text messaging services at an affordable fixed rate."

By combining the attractive calling capabilities of landline service with the added benefit of mobility and low prices, Cricket Unlimited(TM) offer consumers a product that provides more value than the services provided by Cricket's landline and wireless counterparts. Cricket Unlimited(TM) does not require a long-term service commitment and includes: unlimited anytime local minutes, unlimited anytime U.S. long distance (except Alaska), unlimited text messaging, voice mail, caller ID, call waiting, and up to three directory assistance calls per month, all for only \$49.99 per month plus taxes and fees when customers sign up for Automatic Bill Payment (ABP). Customers who do not sign up for ABP can take advantage of this competitive offer for just \$54.99 per month plus taxes and fees.

Complementing its introduction of Cricket Unlimited(TM), Cricket also launched its Multi-Value Plan, designed for families and small businesses looking to streamline their wireless services while reducing monthly costs. The Cricket Multi-Value Plan(TM) lets customers with a qualified service plan add up to three additional lines to their account and receive a discount of \$10 per month for each line, while consolidating billing for all of those lines onto a single statement. This single billing feature makes it easier for households and small business to manage their wireless account.

"For many people, wireless services means complex, unpredictable and expensive calling plans tied to confusing long-term contracts that cost a small fortune to exit," said Glenn Umetsu, Leap's executive vice president and COO. "Cricket Unlimited and the Cricket Multi-Value Plan are just two more examples of Cricket's continued focus on delivering simple, comfortable wireless -- an approach that remains revolutionary in the marketplace. We believe that the introduction of such high value, no-strings-attached offers further strengthens our position as the choice for smart consumers in Cricket markets across the U.S."

With value, predictability and simplicity as the cornerstone of its business, Cricket offers customers in each of its 39 markets in 20 states the following wireless services, all without the hassle of being tied to a long term commitment:

- * Cricket(R) -- At only \$29.99 per month plus taxes and fees, customers can make and receive unlimited anytime wireless calls from within their calling area.
- * Cricket +1(TM) -- For \$35.99 per month plus taxes and fees, Cricket +1 provides customers unlimited anytime calls within their calling area, voice mail, caller ID, call waiting, and three-way calling.
- * Cricket +2(TM) -- Customers choosing Cricket +2(TM) have the benefit of unlimited anytime local minutes, 600 domestic long distance or 200 international long distance minutes, unlimited text messaging, voice mail, caller ID, call waiting, up to three directory assistance calls per month, and three-way calling all for only \$44.99 per month

- * plus taxes and fees with ABP (\$49.99 plus taxes and fees without ABP).
- * Cricket Unlimited(TM) -- In addition to unlimited local calling and text messaging, customers selecting Cricket Unlimited(TM) also enjoy the added value of unlimited U.S. Long Distance (except Alaska) for just \$49.99 per month with ABP (\$54.99 plus taxes and fees without ABP). Caller ID, Call Waiting and Voicemail are also included.
- * Cricket Multi-Value Plan(TM) -- Designed with families and small businesses in mind, customers of either Cricket +2(TM) or Cricket Unlimited(TM) can also take advantage of \$10 off per month on up to 3 additional lines of service. The Cricket Multi-Value Plan(TM) consolidates the usage of these lines onto one master bill for easy management of wireless phone bills.

About Cricket Service

Cricket(R) service is an affordable wireless alternative to traditional landline service and appeals to everybody who wants the most affordable, predictable and best wireless value. With a commitment to value, predictability and simplicity as the foundation of its business, Cricket designs and markets wireless products to meet the needs of everyday people. Cricket(R) service is available in 39 markets in 20 states across the country stretching from New York to California. For more information, please visit www.mycricket.com.

Cricket is a registered trademark of Cricket Communications, Inc. Cricket +1, Cricket +2, Cricket Unlimited and Cricket Multi Value Plan are trademarks of Cricket Communications, Inc.

About Leap

Leap, headquartered in San Diego, Calif., is a customer-focused company providing innovative communications services for the mass market. Leap pioneered the Cricket Comfortable Wireless(R) service that lets customers make all of their local calls from within their local calling area and receive calls from anywhere for one low, flat rate. For more information, please visit www.leapwireless.com.

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Except for the historical information contained herein, this news release contains "forward-looking statements" reflecting management's current forecast of certain aspects of Leap's future. Some forward-looking statements can be identified by forward-looking words such as "believe," "think," "may," "could," "will," "estimate," "continue," "anticipate," "intend," "seek," "plan," "expect," "should," "would" and similar expressions. This news release is based on current information, which we have assessed but which by its nature is dynamic and subject to rapid and even abrupt changes. Our actual results could differ materially from those stated or implied by such forward-looking statements due to risks and uncertainties associated with our business. Factors that could cause actual results to differ include, but are not limited to:

- * our ability to obtain approval from the Federal Communications Commission (FCC) for the change of control of wireless licenses that will occur upon our emergence from bankruptcy; and our ability to successfully implement our plan of reorganization which has been confirmed by the Bankruptcy Court;
- * our ability to continue as a going concern;
- * our ability to obtain Bankruptcy Court approval with respect to motions prosecuted by us in our Chapter 11 cases from time to time;
- * risks associated with third parties seeking and obtaining Bankruptcy Court approval to convert the Chapter 11 cases of Leap, Cricket and substantially all of their subsidiaries to Chapter 7 cases if our plan of reorganization does not become effective in a timely fashion;
- * our ability to maintain contracts that are critical to our operations;
- * our ability to obtain and maintain normal terms with third-party vendors and service providers;
- * the potential adverse impacts of the Chapter 11 cases on the liquidity or results of operations of Leap and Cricket;
- * our ability to attract and retain customers in an extremely competitive marketplace;
- * our ability to attract, motivate and/or retain an experienced workforce;
- * our Chapter 11 filings, coupled with the highly competitive marketplace and the uncertainties surrounding the effects of number portability (which allows telecommunications customers to maintain their existing telephone number when switching to another telecommunications provider), which have adversely affected our ability to predict future customer growth and other key operating metrics;

- * changes in economic conditions that could adversely affect the market for wireless services;
- * the acceptance of our product offering by our prospective customers;
- * the non-performance of third-party vendors and service providers who provide us with goods and services necessary for the operation of our business;
- * the effects of actions beyond our control in our distribution network;
- * rulings or actions by courts or the FCC adversely affecting our rights to own and/or operate certain wireless licenses, or changes in our ownership that could adversely affect our status as an "entrepreneur" under FCC rules and regulations;
- * our ability to maintain our cost, market penetration and pricing structure in the face of competition;
- * the failure of network systems to perform according to expectations;
- * global political unrest, including the threat or occurrence of war or acts of terrorism; and,
- * other factors detailed in the section entitled "Risk Factors" included in our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2003 and in our other SEC filings.

The forward-looking statements should be considered in the context of these risk factors. Investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Awesome, sleek, and smart. Android from LG. Life Is Good

Motorola Quantico



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24 Month *

\$0.01

\$199.99

\$249.99

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Rugged, military spec handset designed to take on your world.

Motorola Milestone (Android)



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24 Month *

With Purchase of 5 GB Data Package

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\$0.01

No Contract

\$449.99

A Milestone in hand held communication. Text, Browse, Call and Connect.

BlackBerry 9550 Storm2



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24 Month *

With Purchase of 5 GB BlackBerry Data Package

\$0.01

\$499.99

No Contract

\$549.99

Feel the power of the Storm!

Samsung i100 Max (Android)



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24 Month *

With Purchase of 5 GB Data Package OR Unlimited Text!

\$0.01

\$199.99

No Contract

\$249.99

Powerful easy to use Android phone with social networking features at the forefront.

Motorola Milestone X

24 Month *

12 Month *

No Contract

Featured Items

Motorola Milestone X



**Now Only
\$49.99**

BlackBerry 9650 Bold



**Now Only
\$149.99**

Samsung Galaxy Showcase



Put the power of the Galaxy in your hands with the Samsung Showcase.

**Now Only
\$49.99**



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With purchase of 5GB Data Package.

\$49.99

\$399.99

\$449.99

BlackBerry 9670 Style

24 Month *

12 Month *

No Contract



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With Purchase of 5 GB BlackBerry Data Package

\$99.99

\$379.99

\$429.99

BlackBerry flip phone with full QWERTY keyboard

HTC Desire (Android)

24 Month *

12 Month *

No Contract



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With Purchase of 5 GB Data Package

\$99.99

\$0.01

\$449.99

BlackBerry 9650 Bold

24 Month *

12 Month *

No Contract



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With Purchase of 5 GB BlackBerry Data Package

\$149.99

\$479.99

\$529.99

Samsung Galaxy Showcase

24 Month *

12 Month *

No Contract



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With Purchase of 5 GB Data Package

\$49.99

\$399.99

\$499.99

Put the power of the Galaxy in your hands with the Samsung Showcase.

* All phone prices determined by plan cost & contract length.
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Price: \$75.95

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Nationwide Business Plans - Unlimited

Price: \$69.95

1-5 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: \$55.95

1-5 Business Voice/Text Plan

Nationwide Business Plans - Unlimited

Price: \$49.95

1-5 Business Voice Plan

Nationwide Business Plans - Unlimited

Price: \$73.95

6-10 Business Everything Plan

Nationwide Business Plans - Unlimited

Price: \$67.95

6-10 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: \$53.95

6-10 Business Voice/Text Plan

Nationwide Business Plans - Unlimited

Price: \$47.95

6-10 Business Voice Plan

Nationwide Business Plans - Unlimited

Price: \$71.95

11-25 Business Everything Plan

Nationwide Business Plans - Unlimited

Price: \$65.95

11-25 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: \$51.95

11-25 Business Voice/Text Plan

Nationwide Business Plans - Unlimited

Price: \$45.95

11-25 Business Voice Plan

Nationwide Business Plans - Unlimited

Price: \$69.95

26-49 Business Everything Plan

Nationwide Business Plans - Unlimited

Price: \$63.95

26-49 Business Voice/Data Plan

Nationwide Business Plans - Unlimited

Price: \$49.95

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Nationwide Business Plans - Unlimited

Price: \$43.95

(26-49) BUSINESS VOICE PLAN

Nationwide Business Plans - Unlimited

Price: \$66.95

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Price: \$60.95

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Nationwide Business Plans - Unlimited

Price: \$46.95

(50-75) BUSINESS VOICE/TEXT PLAN

Nationwide Business Plans - Unlimited

Price: \$40.95

(50-75) BUSINESS VOICE PLAN

Nationwide Business Plans - Unlimited

Price: \$64.95

(76-100) BUSINESS EVERYTHING PLAN

Nationwide Business Plans - Unlimited

Price: \$58.95

(76-100) BUSINESS VOICE/DATA PLAN

Nationwide Business Plans - Unlimited

Price: \$44.95

(76-100) BUSINESS VOICE/TEXT PLAN

Price: \$38.95

(76-100) BUSINESS VOICE

Nationwide Business Plans - Unlimited

Price: \$62.95

(101-200) BUSINESS EVERYTHING

Nationwide Business Plans - Unlimited

Price: \$56.95

(101-200) BUSINESS VOICE/DATA PLAN

Nationwide Business Plans - Unlimited

Price: \$42.95

(101-200) BUSINESS VOICE/TEXT PLAN

Nationwide Business Plans - Unlimited

Price: \$36.95

(101-200) BUSINESS VOICE PLAN

*within plan area

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With additional options like text messaging and data plans to shared cellular packages, you can customize a plan to fit all your business communications needs.

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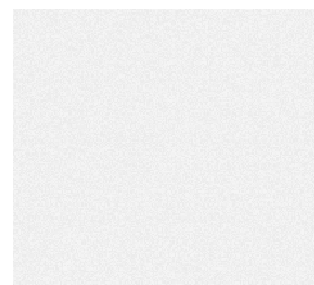
PHONES

MOTOROLA i1

The Android™-powered MOTOROLA i1 combines military spec ruggedness with the latest in smartphone technology in a sleek touchscreen design.

Final Cost
\$99.99 after mail-in debit card rebate. A 2-year customer agreement or contract extension and Android unlimited data required. Other terms apply.

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OUR PHONES

MOTOROLA i1

Android™ Mobile Technology platform
 Push To Talk
 Touchscreen controls
 Rugged design
 5 MP camera
 HAC Rated M3/T3

Final Cost
\$99.99[#]

\$377.00	Retail
\$199.99	w/ 1-yr contract
\$100.00	Rebate Savings [#]

[#]Final cost after mail-in debit card rebate. A 2-year customer agreement or 2-year contract extension and activation of a qualifying voice plan with Android unlimited data required. Offer valid 6/2/11 - 10/3/11 or while supplies last.

[DETAILS](#)

[User Guide \(pdf\)](#)

BlackBerry® Curve™ 8350i

Push To Talk 2-way radio
 Texting and e-mail
 Wi-Fi®
 Full QWERTY keypad
 2.0 MP camera
 HAC Rated M3

Final Cost
\$99.99[†]

\$425.00	Retail
\$199.99	w/ 1-yr contract
\$100.00	Rebate Savings [†]

[†]Final cost after mail-in debit card rebate. A 2-year customer agreement or 2-year contract extension and activation of a qualifying voice plan with BlackBerry® unlimited data required. Offer valid 6/2/11 - 10/3/11 or while supplies last.

[DETAILS](#)

[WiFi Setup Comparison](#)
[SIM Card & Battery](#)

Motorola i296

Final Cost
\$0.00*

\$142.00	Retail
\$25.00	w/ 1-yr contract
\$25.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new

Motorola i365

Final Cost
\$49.99*

\$186.00	Retail
\$99.99	w/ 1-yr contract
\$50.00	Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new

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Protect your phone beyond the manufacturer's warranty.

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Slimmest, lightest, Mil-spec** iDEN phone ever
Push To Talk 2-way Radio
Threaded inbox for text and picture messaging
Vibracall, speakerphone, voice activated dialing
Web and email capable ‡

line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

[User Guide \(pdf\)](#)


Motorola i365IS

Ultra-rugged design
Push To Talk 2-way radio
Advanced Feature Unit and Intrinsically Safe †
Extra loud front ported audio
Web and e-mail capable ‡

Final Cost
\$279.99*

\$401.00 Retail

\$329.99 w/ 1-yr contract

\$50.00 Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

[User Guide \(pdf\)](#)

Tough, rugged design
Push To Talk 2-way radio
Ultra-loud speaker phone and VibraCall
Web and e-mail capable ‡
HAC Rated M3

line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

[User Guide \(pdf\)](#)


Motorola i410

Thin, light, flip design
Push To Talk 2-way radio
Speakerphone and VibraCall
Web and e-mail capable ‡
HAC Rated M3

Final Cost
\$0.00*

\$143.00 Retail

\$25.00 w/ 1-yr contract

\$25.00 Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

[User Guide \(pdf\)](#)


MOTOROLA i420

Push To Talk
Full QWERTY keypad
FM radio
Camera
Web and e-mail capable ‡
HAC Rated M4/T4

Final Cost
\$19.99*

\$161.00 Retail

\$69.99 w/ 1-yr contract

\$50.00 Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

[User Guide \(pdf\)](#)


MOTOROLA i475

Push To Talk
Full QWERTY keypad
FM radio
Camera
Web and e-mail capable ‡
HAC Rated M3/T4

Final Cost
\$19.99*

\$161.00 Retail

\$69.99 w/ 1-yr contract

\$50.00 Rebate Savings*

*Final cost after mail-in debit card rebate. Requires a new line or eligible upgrade with a 2-year contract. Offer valid 6/2/11 - 10/3/11 or while supplies last.

DETAILS

[User Guide \(pdf\)](#)


Final Cost
\$49.99*

\$181.00 Retail

\$99.99 w/ 1-yr contract



Final Cost
\$149.99*

\$272.00 Retail

\$199.99 w/ 1-yr contract

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Motorola i576s**\$50.00** Rebate Savings*

Compact rugged flip design
Push To Talk 2-way radio
Web and e-mail capable ‡
HAC Rated M4/T4

[Watch the Phone Video](#)[DETAILS](#)[User Guide \(pdf\)](#)**Motorola i686****\$50.00** Rebate Savings*

Weather-resistant, durable
rubber grip
Push To Talk 2-way Radio
Camera with sealed SD slot
and sealed battery
Noise Cancellation for clear
communication

[DETAILS](#)[User Guide \(pdf\)](#)

Final Cost
\$850.00*

[DETAILS](#)**Motorola r765**[User Guide \(pdf\)](#)

1 watt total radiated
transmit power
Push To Talk 2-way radio
Top mounted knobs that
allow no look operation
1.5" color display

‡ Subscribed-to feature

** Certified to Military Standard 810F for dust, shock, vibration, temperature extremes, low pressure, solar radiation.

*** Water resistant and certified to Military Standard 810F for dust, shock, vibration, temperature extremes, low pressure, solar radiation, blowing rain, salt fog and humidity.

† Advanced features enable emergency group call, multi-simultaneous talk-group communication, status messaging and isolated site operation. Intrinsically safe is designed for use in hazardous areas such as those with flammable gases or fuels.


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SO EASY UNLIMITED* PLANS ⁽³⁾

So Easy Unlimited Plans give you more ways to communicate with friends, family, or co-workers. Just choose the plan that suits your communication style.

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Service Limitations

SO EASY SHARE PLANS ⁽³⁾

You'll appreciate the ability to share cellular minutes with other So Easy Share subscribers on your account and talk with Push To Talk 2-way radio whenever you want, across the Nationwide Calling Area.

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Service Limitations

SHARED CELLULAR PACKAGES

Enhance your So Easy Push To Talk or So Easy Share Plans by adding shared cellular packages.

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Service Limitations

ADDITIONAL OPTIONS

Make your service plan work harder with additional options available on most of our business plans.

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PREPAID PLANS ⁽³⁾

Decide how much service you want and when you want it. Its easy and hassle free without the need for lengthy contracts.

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Service Limitations

COVERAGE MAPS



Nationwide Shared Cellular Minutes will be shared among subscribers on the So Easy 300, 450 and 750 plans.

* Unlimited services are subject to permissible usage allowances; visit southernlinc.com/promodelails.

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OVERVIEW

Add-on Packages

Push To Talk Features

Texting, Pictures, and Web

Regional Data Packages

Apps and Downloads

Wireless Protection Program

Voice Mail

Fleet Management

Dispatch Messenger

PUSH TO TALK FEATURES

You can do more than just talk with your Push To Talk (PTT) button on your SouthernLINC Wireless Phone! Take advantage of all the features!

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TEXT MESSAGING, PICTURE MESSAGING & WEB BROWSING

Say it with a text message. Send it with a Picture. Post it to the web. We have all the tools you need to get it done.

[LEARN MORE](#)

REGIONAL DATA PACKAGES

Today's phones can do amazing things. Get the data package that's right for you to get the most of your mobile device at the right price.

[LEARN MORE](#)

BE MORE PRODUCTIVE WITH APPS

With a variety of applications to help you work, prioritize and organize your life, you can get more done right from the palm of your hand.

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WIRELESS PROTECTION PROGRAM

Get peace of mind that your phone will be replaced if it is ever damaged, lost or stolen.

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VOICE MAIL

No one can afford to miss a call. That's why we offer an enhanced Voice Mail option in addition to the standard Voice Mail, which is included in many of our service plans.

[LEARN MORE](#)

FLEET MANAGEMENT SOLUTIONS

Location-based software solutions leverage GPS and wireless technology to provide optimal oversight for businesses with a remote work force.

[LEARN MORE](#)

DISPATCH MESSENGER SERVICE

Use your computer to communicate messages system-wide with other SouthernLINC Wireless phones using our Push To Talk two-way radio feature.

[LEARN MORE](#)

DIRECTORY ASSISTANCE

You can dial 411 from you phone and receive telephone numbers, driving directions, sports scores, local movie times, weather reports and much more. It is even available in Spanish.

PERSONAL TOLL FREE NUMBER

Save your out-of-area customers money and hassles by getting a low-cost, toll-free number for your SouthernLINC Wireless phone. Caller ID is included with this option.

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BUSINESS PRODUCTIVITY APPLICATIONS

Add-on Packages

Push To Talk Features

Texting, Pictures, and Web

Regional Data Packages

Apps and Downloads

Wireless Protection Program

Voice Mail

Fleet Management

Dispatch Messenger

Turn your phone into a mobile information center with a variety of applications to help you work, prioritize and organize your life, you can get more done right from the palm of your hand.

OUR FAVORITES



Mobile e-mail from Skava

A feature-rich and easy to use mobile application for accessing your e-mail accounts from your phone. Just type your e-mail address and password, and you can read, send, reply and forward your e-mails! Works with POP and IMAP e-mail providers.



MyCast® Weather

Mobile My-Cast 5.0 provides real-time, location based, radar and satellite imagery along with current weather, temps, winds, hourly, 7-day forecast, lightning data, hurricane tracker and severe weather alerts.



MapTracker by Quik-Trac

The MapTracker Edition will now allow the user to view a current mapped satellite position on the phone or Web for not only their phone, but also the other phones in their group.

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BlackBerry® Curve™ 8350i Applications

Get all the latest applications to help you make the most of your smartphone today.

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COMPREHENSIVE COVERAGE ACROSS THE SOUTHEAST AND MORE...

NATIONWIDE SERVICE AREA

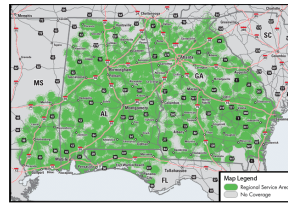


Get connected from Coast to Coast with Push To Talk, Cellular, Data and Messaging across the U.S.

[VIEW LARGER MAP](#)

[LEARN MORE ABOUT NATIONWIDE SERVICE](#)

REGIONAL SERVICE AREA



LINC from Georgia to Alabama to Southeast Mississippi to Northwest Florida! Comprehensive coverage throughout the Southeast!

[VIEW LARGER COVERAGE MAP](#)

[CHECK TO SEE IF YOUR ZIP CODE IS COVERED](#)

Within a wireless coverage area, several factors may affect or interfere with your service, such as: network changes, traffic volume, service outages, obstructions, your equipment, weather and other conditions.

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BUSINESS

With reliable, digital cellular service and Push To Talk on every phone, along with a variety of fleet management tools, you can keep in touch, ensuring your business is not just on the move, but moving forward.

Harry McDonald Logging

Lakeshore Foundation

RJM Farms

TTL

CONSTRUCTION

Construction companies such as Saiia Construction have chosen SouthernLINC Wireless to help them communicate effectively. For construction managers and their crews, exchanging information in real-time is one of the most critical components in delivering projects on time and within budget.

North Georgia Bricks

Pensacola Ready Mix

Saiia Construction

EDUCATION

School systems like Jefferson County Schools rely on the virtually instant Push To Talk 2-way radio communication and digital cellular that SouthernLINC Wireless provides. With the push of a button, teachers can be in communication with others to facilitate classroom or individual needs. Reliability and durability are additional benefits of service and equipment.

Jefferson County Schools

Stone County Schools

HEALTHCARE

Our private, Push To Talk 2-way radio technology combined with the SouthernLINC Wireless digital cellular network keeps communications flowing and medical information private.

A1 Medical Transporters

American Medical Response (AMR) Ambulance

Birmingham Regional Emergency Medical Services System (BREMSS)

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Sumter Regional Hospital

PUBLIC SECTOR

Government agencies rely on SouthernLINC Wireless for fast and private wireless communications. Our network technology was originally created by Motorola for the military, so scanners cannot intercept the private communications on it. The combination of Push To Talk 2-way radio, digital cellular, paging and Internet access gives agencies the tools they need to protect and serve communities.

City of Dothan**Prattville, AL First Responders****Tuscaloosa Sheriff's Office**

UTILITY

The SouthernLINC Wireless network was designed to meet the cellular and private radio communication needs of Southern Company's electric utilities. This highly reliable, weather-grade communications system has proven to be reliable through hurricanes and other severe conditions. SouthernLINC Wireless also provides wireless broadband solutions to power companies to keep information available where it is needed.

Georgia Power

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HARRY MCDONALD LOGGING

Business

“We take pride in what we do and knowing that SouthernLINC Wireless has helped us become a more efficient and productive company, we’ve made SouthernLINC Wireless a part of the family that we’re proud of,”

- Glenda McDonald, Bookkeeper

Overview

Using SouthernLINC Wireless Push To Talk service, the company’s logging crew can communicate with each other quickly, reliably and privately with rugged handsets that stand up to even the toughest jobs. Read the full story.

[Download and read the full story](#) (pdf)

Benefits

SouthernLINC Wireless improved communications for Harry McDonald Logging Co. in the following ways:

- **Immediate communication:** “By using cellular and Push to Talk service on SouthernLINC Wireless rugged handset models, our crew can quickly reach out to each other if a truck or piece of equipment breaks down, or even if they just want to meet up for lunch.”
- **Reliability:** “The crew is comfortable knowing communication won’t be limited when they drive into a wooded area. They have reassurance knowing that no matter what the problem or location, they will always be able get in touch with someone to receive assistance as soon as they need it. This holds true for us even in the most severe weather conditions.”
- **Durability:** “We’ve had these models for years and we wouldn’t change them for anything. There has never been any problem with the rugged phones or the SouthernLINC Wireless service, which is certainly not the case for past wireless providers and handsets we’ve tried.”

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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NORTH GEORGIA BRICKS

Construction

 "In a construction company, the patience level is very low. We must have the ability to communicate vast amounts of information quickly and reliably in the field to make sure our projects are finished when we say they will be finished."

- Brad Simons, Dispatch Manager

Overview

SouthernLINC Wireless has proven to be a valuable partner for North Georgia Brick with its cellular and Push to Talk-enabled phones and iTRAK, a fleet management feature to keep dispatchers and drivers connected. Read the full story.

[Download and read the full story](#) (pdf)

Benefits

SouthernLINC Wireless has improved communications for North Georgia Brick in the following ways:

- **Efficiency:** Communications solutions from SouthernLINC Wireless help North Georgia Brick reduce delivery cycle times and increase the number of loads per shift.
- **Reliability:** Even when bad weather strikes, communication service from SouthernLINC Wireless keeps the North Georgia Brick team connected.
- **Immediate communications:** Push To Talk two-way radio from SouthernLINC Wireless provides an effective technology for dispatchers and drivers to instantly communicate when changes need to be made on the fly.

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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SUMTER REGIONAL HOSPITAL

Healthcare

“By using SouthernLINC Wireless’ Push To Talk service, our emergency preparedness team could immediately and precisely receive and distribute crucial information to or from individuals or groups of people right away. SouthernLINC Wireless took care of us during this incredible crisis.”

- Lynwood McClung, Emergency Preparedness Coordinator

Overview

The immediate access to employees, handset reliability and network privacy allowed Sumter Regional Hospital and its patients to coordinate efforts in the aftermath of a tornado that hit the hospital. Read the full story.

[Download and read the full story](#) (pdf)

Benefits

SouthernLINC Wireless improved communications for Sumter Regional Hospital in the following ways:

- **Immediate communication:** “Our emergency room staff consistently needs the quickest communications tools to solve medical emergencies, especially when there’s an unexpected emergency. Push To Talk was the solution that we needed.”
- **Reliability:** “SouthernLINC Wireless was the only wireless service provider that we could depend on after the tornado. SouthernLINC Wireless became a necessity to us that night and for the ongoing recovery of our hospital.”
- **Network:** “When we use SouthernLINC Wireless, we know we can contact several people at once. This helps us address our emergencies more efficiently and keeps communications streamlined.”

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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SUCCESS STORIES

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TUSCALOOSA SHERIFF'S OFFICE

Public Sector

“ Tuscaloosa County is one of the largest counties in Alabama. Its sheriffs and deputies patrol the vast area in patrol cars, an OH-58 Jet Ranger helicopter, a boat, ATVs and more. The county needed to ensure that police could communicate effectively at all times.

Overview

Using Motorola's iDEN (Integrated Digital Enhanced Network) technology that offers fast and private communications, SouthernLINC Wireless effectively combines Push To Talk, cellular phone service, paging and wireless Internet and data access.

[Download and read the full story](#) (pdf)

Benefits

SouthernLINC Wireless improved communications for Tuscaloosa Sheriff's Department in the following ways:

- **Immediate communication:** Using wireless voice and data solutions from SouthernLINC Wireless, the deputies benefit from quick communication that helps them prevent crimes, perform rescue operations and enhance public safety for Tuscaloosa County citizens.
- **Connectivity:** The Sheriff's Office often uses SouthernLINC Wireless technology to manage a crime scene. With Push To Talk, officers can speak directly with one another – which enhances accountability for everyone.
- **Privacy:** Because the SouthernLINC Wireless network is entirely digital and inherently private, officers can rest assured that their conversations will remain confidential. According to Motorola, there is no known scanner that can intercept transmissions over the SouthernLINC Wireless network.

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

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GEORGIA POWER

Utility

“When we’re doing the switching, transferring or putting electricity down, we want everyone to be able to listen to our orders and then go,” said Strickland. “If you can’t talk to people to confirm that everyone knows what’s going on, it becomes a very risky situation.”

- Aaron Strickland, Storm Director

Overview

The SouthernLINC Wireless network was built to meet the needs of Southern Company’s power companies, which require highly reliable communications during all kinds of weather. SouthernLINC Wireless has been able to resolve Georgia Power’s weather-related communications challenges better than its previous solution, a 450 MHz radio system. Read the full story.

[Download and read the full story](#) (pdf)

Benefits

SouthernLINC Wireless improved communications for Georgia Power in the following ways:


- **Reliability:** Since SouthernLINC Wireless built its system with back-up batteries, generators and towers designed to withstand severe ice and winds, Strickland knows he can connect with all recovery teams even when storms strike numerous locales at the same time.
- **Interoperability:** With SouthernLINC Wireless, Strickland can speak with his teams at Georgia Power, as well as those from other Southern Company operating companies. Strickland confirmed that many vendors that support Georgia Power also are SouthernLINC Wireless customers, making it easy to connect and communicate with them.
- **Privacy:** Since the SouthernLINC Wireless network is digital and private, Strickland no longer worries about leaking sensitive information that may be disclosed during storm response calls.

Actual results may vary. Several factors may affect or interfere with the service availability and quality as described above such as, but not limited to, network changes, traffic volume, service outages, weather and your equipment.

Exhibit 9 Is Redacted in Its Entirety.

STATEMENT OF THOMAS W. HORTON (AMERICAN AIRLINES)

1. I am the President of AMR Corporation ("American Airlines"). American Airlines purchases telecommunications services from several wireless carriers; the majority of our wireless business is handled by AT&T and Sprint. American also purchases wireline services from AT&T.
2. Through AT&T, American offers both Corporate Responsibility User ("CRU") plans, and Individual Responsibility User ("IRU") plans to its employees. Services provided by AT&T include wireless services and devices for employees' personal and business use, such as cell phones, blackberries, and laptop internet services.
3. Increasingly, American Airlines relies on mobile communications. We need our wireless service providers to continue investing in next-generation technology so that they can supply the services we require. It is generally recognized that the rising demand for wireless services requires more network capacity to deliver the next generation of services and innovation, and AT&T's acquisition of T-Mobile is a positive step in that direction. The integration of two highly complementary networks and spectrum holdings will increase capacity and help support next-generation mobile services while providing an efficient and certain solution to the impending spectrum exhaust issue facing the wireless industry today. We will benefit from increased network quality and performance and wider deployment by AT&T of 4G Long Term Evolution ("LTE") resulting from the acquisition.
4. I believe that AT&T's acquisition of T-Mobile USA would benefit U.S. customers, and should be approved. The acquisition will enable AT&T to provide improved service quality and more aggressive 4G LTE deployment, while the wireless market will remain very competitive.



Thomas W. Horton

STATEMENT OF GEORGE GUNTHER (ASPLUNDH TREE EXPERT CO.)


1. I am the Chief Information Officer at Asplundh Tree Expert Co. I am responsible for all information technology and communications for the corporation. Asplundh is a family-owned and operated corporation, founded in 1928, with 26 subsidiaries, approximately 28,500 employees, and 35,000 pieces of equipment across the United States and Canada. We provide efficient and innovative line clearance and other vegetation management services to the electric utility industry and other specialized markets such as departments of transportation, municipalities, pipelines and railroads. I joined Asplundh in August 2007 as its CIO and manager of its Information Technology (IT) Department in its headquarters office. I have 25 years of experience in the IT industry, specializing in software businesses and start-ups, and holding CIO and executive-level positions since 1995.
2. We currently use three primary carriers to meet our mobile, that is wireless, telecom needs: AT&T, Verizon and Sprint. We also receive wireless telecom services from approximately 15 other entities. AT&T is our primary provider of AVL (automatic vehicle location) devices used by our truckers, providing about 14,000 such devices. We also have about 500 Verizon AVL devices, which we use due to coverage issues with AT&T. In terms of other handheld devices, Verizon is our primary provider of non-AVL devices, with AT&T second and Sprint third. In total, I would estimate that Sprint provides about 20% of our wireless telecom services, Verizon about 15-20%; and AT&T about 40%, with other companies supplying the remainder. I estimate that our total spending on wireless telecom services is between \$6-8 million annually, with our AT&T spending trending towards \$3 million.
3. All phones used for corporate business, including for communicating to employees or customers, are owned by the corporation through corporate liability (CL) contracts. We also offer our employees discounts through individual liability (IL) agreements. The CL contracts are split equally between AT&T, Sprint, and Verizon. In general, we use an RFP process for big projects, like the AVL system and for our data and voice network. For smaller projects, we negotiate contracts directly with the carriers. In addition, we leverage wireline and wireless services when dealing with AT&T and Verizon. Such leveraging and consolidating services with our three primary carriers has enabled Asplundh to lower its annual telecom costs from approximately \$12 million when I arrived in 2007 to \$6 to \$8 million currently.
4. I believe the market for telecom services is competitive. AT&T and Verizon are, in my view, the viable competitors for business contracts of a large or national scope because of the support they can offer, the national coverage, the variety of services they provide on mobile devices, and cost. I am not that familiar with Sprint's business plan and tend not to trust it. As for T-Mobile, I do not consider it to be a significant competitive alternative to AT&T or Verizon in the business services environment. T-Mobile is consumer-focused, and tends not to market to businesses. It does not offer a breadth of services. Although T-Mobile tries to buy business now and then with interesting cost proposals, it doesn't have the breadth of services or national footprint we need. We operate across the country and need to have nationwide service.

EXHIBIT 10

5. I support AT&T's proposed acquisition of T-Mobile. I believe the acquisition would be beneficial to Asplundh and other customers as it would result in better quality service such as fewer dropped calls and faster service. Performance and quality of service are highly important to us, as our employees are out in the field in constant communication with the clients and us, and we need to keep track of them. Currently, AT&T struggles with coverage and quality of service in some areas. In my opinion, AT&T can improve service quality either by buying towers or building them, and buying is less costly, more efficient and improves service faster, especially as both AT&T and T-Mobile use the same technology. Building takes too long. By AT&T buying towers, AT&T customers will have better service in a faster time. The acquisition will also speed up AT&T's implementation of 4G. The wireless telecom industry is changing every day, and such innovation needs to be permitted and encouraged through permitting acquisitions like this one. The proposed acquisition is a good thing, and I do not fear that it will lead to higher prices. I would go to a competitor were AT&T or other wireless telecom suppliers to raise their prices.

I declare under penalty of perjury the foregoing is true and correct to the best of my knowledge.

Date: 6 / 08 / 2011


George Gunther

STATEMENT OF ROBERT BLOCK (CAMERON)

1. I am the IT Manager in charge of Network and Telecoms groups at Cameron International. I have worked in the network/telecom field for approximately 20 years. In my role, I handle the purchase of cellular services, WiFi networks, and wired networks. Our cellular needs consist of cell phones, including smartphones such as the iPhone, Blackberry, and Droid, air cards, and WiFi hotspots. We also have a few pieces of equipment that have cellular modems in them for telemetry; the devices send information back to a central database repository. Cameron, which has about 18,000 employees in over 350 locations worldwide, has annual cellular spend in the United States of approximately \$4-5 million.
2. We purchase cellular services from AT&T, Verizon, Sprint, and T-Mobile. We used to purchase services from ALLTEL; those accounts are now part of AT&T or Verizon. In purchasing services, we issue RFPs and decide which carrier to use based on coverage in a particular region. When determining which carrier to choose, we evaluate both the coverage they provide in our employees' place of employment as well as in their homes. AT&T and Verizon are our preferred providers and accordingly have a substantial part of our business because they have the best networks.
3. We expected that T-Mobile would provide an advantage because they were a global company based out of Germany. In dealing with them, however, we found that there was not much cohesiveness between the different operating units. They were never a serious contender because they were fragmented in the different geographic regions in which they offered service. We could not get one account manager that could handle everything for us. We shifted to AT&T because they had a dedicated business channel for business customers.
4. We last issued an RFP two or three years ago. In that RFP, we looked at AT&T, Verizon, and T-Mobile for international roaming. Prior to the RFP, Cameron used T-Mobile Blackberries, and we expected T-Mobile to provide the best rates. Contrary to our expectations, T-Mobile came in a distant third. Their rates were significantly higher than AT&T and Verizon. After that RFP, we analyzed all of our cellular expenses, and found that T-Mobile had a higher cost per line than the other carriers. Five months ago, we made the decision to eliminate all T-Mobile phones, and moved entirely to AT&T and Verizon.
5. I think that AT&T's acquisition of T-Mobile is about spectrum, and it is a sound business decision. We would be interested in benefitting from improved service quality and expanded 4G LTE coverage that may result from the acquisition. We already made the decision to eliminate T-Mobile from our equation, so we anticipate no impact.



Robert G. Block

STATEMENT OF PUNEET SINGAL (L&T INFOTECH)

on Proposed Merger of T-mobile with AT&T

To whomsoever it may concern

1. I am the Manager of Finance Accounts and Administration at L&T Infotech. L&T Infotech's parent company is Larsen & Toubro Ltd. L&T Infotech is a global IT service and solutions provider. It is one of the world's largest IT service providers and has clients worldwide. I am also responsible for managing the technological aspects of the company.
2. We purchase various wireless services that include data cards, wireless voice and data services, and mobile devices (including Black Berries) purchased primarily through a CL (corporate liable) account. We choose wireless providers by evaluating providers' contract terms, Services, Pricing, and overall value.
3. The bulk of our wireless data services are provided by T-Mobile, AT&T and, to a lesser extent, Verizon and Sprint.
4. In my view, the wireless market in the United States is competitive, and there are benefits possible through consolidation. The proposed transaction will likely result in fewer dropped calls and more overall reliability and better Coverage, which translates to more connectivity for my firm's critical business users.
5. I support the proposed transaction, because I am hopeful that the proposed transaction will provide an opportunity for AT&T to expand its spectrum and increase service quality. This would provide value to our firm as well as AT&T's other business customers.

Date: 06/04/2011



Puneet Singal

STATEMENT OF EARL R. HALL (Syrabex, Inc.)

1. I am Earl R. Hall. I am the President and Chief Executive Officer of Syrabex, Inc. ("Syrabex"). Syrabex is wholly-owned by The Syracuse Builders Exchange, which is the oldest Builders Exchange in the United States and has been serving the construction industry in Central and Upstate New York since 1872. The Syracuse Builders Exchange has approximately 950 diverse members representing every sector of the commercial construction industry. Syrabex is an entity through which many construction industry firms that are members of the Exchange obtain individual services. I have worked first at the Exchange and then at Syrabex since graduating in 1992 from Syracuse University's School of Management. I have held my current position as President and CEO for approximately five years.
2. One of the most popular services that Syrabex provides is what it refers to as its AT&T Program. Through this program, construction companies and other construction industry firms obtain their wireless telephone service, including service for growing numbers of iPhones and other brands of smart phones, as well as service for Blackberries and other mobile communication devices. These member companies receive these wireless services at a group discount that, on average, has been 20% below average user rates. Currently the average user in this program has air and data discount rates combined that are as high as 40% below average user rates. Syrabex itself bills the companies in the AT&T Program for the services they use, and itself directly pays AT&T for these services. Syrabex has a full-time employee who manages the AT&T Program and provides administrative services and support to the construction industry firms who are in the AT&T Program. Approximately 200 construction industry companies are enrolled in Syrabex's AT&T Program, and many of these have multiple PDAs receiving wireless service through the Program.
3. Syrabex collects and passes on to AT&T approximately \$1.4 million per year for the wireless services provided to construction firms who participate in Syrabex's AT&T Program and to Syrabex's own employees. Syrabex only uses one wireless provider – AT&T.
4. Originally, Syrabex and the Exchange received wireless services from Cellular One and then Cingular. AT&T inherited Syrabex and the Exchange as customers when AT&T acquired Cingular.
5. Approximately three years ago, however, Syrabex issued a request for proposals (the "RFP") with respect to providing discounted wireless services to construction companies. After considering our needs and the various wireless service providers, we determined to issue the RFP to three entities: Verizon, AT&T and Sprint/Nextel. We chose these three recipients of the RFP because they were the three largest players regionally and nationally.
6. After reviewing the RFP, however, Verizon would not work with us and was not willing to submit a proposal to provide discounted services through Syrabex similar to the AT&T Program that Syrabex had been offering to construction companies. Sprint/Nextel did submit a proposal in response to the RFP. While the pricing in Sprint/Nextel's proposal was about the same as that in AT&T's proposal, Syrabex concluded that Sprint/Nextel's coverage area for New York State was poor. Syrabex therefore signed a three-year contract with AT&T which expires

at the end of 2011, but contains a clause permitting a one-year extension. We have been pleased with the service that AT&T has provided to date under this three-year contract, and are considering extending it for one year.

7. Syrabex does not purchase any wireless services from T-Mobile, and did not include T-Mobile in the group of recipients of the RFP three years ago. I don't believe that T-Mobile has the network coverage or the regional staffing here in central New York State that Syrabex needs. We need our wireless provider to have employees present in central New York who can come and meet with us regarding service issues that arise with respect to the wireless services being provided to our construction firm members. AT&T has representatives in our region. T-Mobile also could not provide us with the pricing models we enjoy from AT&T. I just don't regard T-Mobile as a major player.

8. I support AT&T's proposed acquisition of T-Mobile. It would be good for AT&T and also good for the users of AT&T's services such as Syrabex and the construction firms who participate in Syrabex's AT&T Program. The proposed merger would improve the quality of wireless service that AT&T offers, including having fewer dropped calls. Quality of service and keeping the number of dropped calls low, even as more smart devices are used by customers, is a huge deal for Syrabex. Currently, construction firms enrolled in Syrabex's AT&T Program enjoy a dropped call rate that is lower than the standard or average rate. I believe that the standard or average rate is around 2% to 3% nationally, while the rate for users of Syrabex's AT&T Program is only 0.8%. This quality of service is a huge factor, and we want to continue to be able to have locally available representatives of our wireless service provider work with our staff to help our construction industry customers enjoy this high quality service. I believe that there is a lot of competition in pricing for wireless services, so what separates one wireless service provider from another, in my view, is the quality of service they can provide and the scope of coverage.

9. I also hope that the proposed merger will help AT&T get 4G LTE rolled out more quickly and enable AT&T to provide access to larger quantities of data. The construction firms that use Syrabex's AT&T Program continue to use more smart phones and iPads on construction sites, instead of carrying around rolled up paper blueprints. Also, Syrabex maintains an Electronic Planroom called our "E-Planroom" which maintains the requests for proposals, blueprints, and other data regarding some 5,000 construction projects ranging from Buffalo in the west to Syracuse and Albany in the east. Currently, the approximately 800 firms that use the E-Planroom log into it through computers in their offices and homes. But the next step, hopefully, will be to enable them to log into the E-Planroom through their smart phones and iPads while at construction sites. Another next step will be to provide our members with the ability to use tracking devices through the discounted communications program Syrabex runs. Based upon what I've gathered are the 4G LTE and other technological advantages that AT&T and its customers would receive from the proposed merger, the merger will bring these next steps closer to reality. I absolutely support the proposed transaction.

Dated: JUNE 9, 2011




Earl R. Hall
President & CEO, Syrabex, Inc.

STATEMENT OF ERIC HUNT (WELCH ALLYN)

1. I am the Chief Information Officer of Welch Allyn. Welch Allyn is a leading manufacturer of frontline medical diagnostic equipment and medical products for physicians, hospitals, emergency medical technicians and other healthcare providers. I am responsible for the entire technological breadth of the company, including, but not limited to local area networks, call centers, sales force automation, high-speed internet, fixed-line, mobility, telecom, and teleconferencing.
2. In terms of our mobility needs, we purchase wireless voice and data services and mobile devices (primarily Blackberries) through a CL (corporate liable) account for approximately 500 mobile users. Our spending on mobility with AT&T and Verizon is substantial. We have mobility business with other carriers, including Verizon and, to a much lesser extent, T-Mobile, but the majority of our business is with AT&T.
3. In my view, there are competitive domestic alternatives to AT&T, but I do not consider T-Mobile to be one of them. T-Mobile does not have nearly enough coverage for our company's strategic needs to be considered as a viable alternative to AT&T.
4. One major reason I am supportive of the proposed transaction between AT&T and T-Mobile USA is the likelihood of improved domestic network coverage. Supplementing AT&T's coverage with T-Mobile's network will be ideal. For us, having a single carrier that can accommodate all of our company's telecom needs including having a strong network with the capacity and coverage to efficiently move our data is paramount.
5. Another benefit of the proposed transaction will be the efficiencies of scale that will yield combined investment in infrastructure. The merger will make possible the investment in the next generation of technology which will result in better service and value for the customer.

I declare under penalty of perjury the foregoing is true and correct to the best of my knowledge.

Date: 5/26/2011



Eric Hunt

STATEMENT OF GERARD INSALL (AVIS BUDGET GROUP, INC.)

1. I have been involved in the information technology industry for 23 years, and I am currently the Chief Information Officer and Senior Vice President of Avis Budget Group, Inc. Avis Budget Group is a worldwide vehicle rental corporation.
2. I am responsible for all technological aspects of the company, including, but not limited to, IT strategy, networking, mobility and telecom. On behalf of my company, I facilitate the purchase of wireless voice and data services and mobile devices (GPS, air cards, Blackberries, iPhones and Droid devices) through both CL (corporate liable) and IL (individual liable) accounts.
3. Our company uses Tangoe, Inc., a telecom benchmark provider, to evaluate wireless service providers and select appropriate services. I estimate that we spend approximately \$8,000,000 to \$10,000,000 on wireless services and devices annually. Of that, I believe our annual amount spent with AT&T is over a third, and the balance is split evenly between Sprint and Verizon. These three providers are the only options when it comes to our company's wireless needs. I consider the domestic wireless market to be absolutely competitive, and I do not regard T-Mobile USA as a significant competitor of AT&T.
4. The largest potential benefit of the proposed transaction between AT&T and T-Mobile USA to us is the effect on the 4G and other next generation networks. My company's long term vision will require the roll out of 4G services to the approximately 1000 Avis and Budget non-airport retail locations where wireless broadband is, or is planned to be, utilized.
5. The proposed transaction will also likely yield improved coverage, increased efficiencies and better quality of performance.

Date: 7/1/11


Gerard Insall



Richard H. Anderson
Chief Executive Officer

June 15, 2011

The Honorable Julius Genachowski
Chairman
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: WT Docket No. 11-65; In the Matter of Applications of AT&T Inc. and Deutsche Telekom AG for Consent to Assign or Transfer Control of Licenses and Authorizations

Dear Chairman Genachowski:

I am writing to express Delta's support for the proposed merger of AT&T Inc. and Deutsche Telekom AG (T-Mobile) that is the subject of the pending application.

The airline industry has a long history of relying on innovations in telecommunications services to enhance our service to our customers and to reduce cost. Years ago, Delta and other airlines were early adopters of toll-free 800 calling to enable customers easily to reach our reservations agents to determine flight schedules and fares and to purchase tickets. Today, widespread broadband services allow our customers to access this same information, to purchase tickets, and to receive a wide array of other information and services, quickly and at low cost. At Delta, we are aggressively expanding our ability to provide new functionality to our customers using mobile devices. In short, the innovations we have seen in the telecommunications sector, including wireless services, reduce the cost of our services, improve the travel experience for our customers, and create new dimensions of competition in our industry.

Today's Delta is the product of a merger of Delta Air Lines and Northwest Airlines in 2008. We understand that strategic mergers lead to increased innovation, greater operational efficiencies, and improvements in the overall customer experience. I am confident that the merger of AT&T and T-Mobile will prove successful on all fronts, stimulating innovation in the wireless sector, achieving technological and operational efficiencies, and satisfying millions of additional customers. Delta looks forward to the innovation and service improvements that the merger of AT&T and T-Mobile promises. We are confident that the resulting wireless innovation will enhance airline

The Honorable Julius Genachowski
June 15, 2011
Page 2

customer experiences as travelers are better able to handle wirelessly every step from booking a flight to checking in to finding transportation to and from the airport.

Thank you for your time and careful consideration of my comments.

Sincerely,

A handwritten signature in blue ink, appearing to read "R. McDowell", is written on the page.

cc: Commissioner Mignon Clyburn
Commissioner Michael Copps
Commissioner Robert McDowell

Julius Genachowski, Chairman
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

June 6, 2011

WT 11-65: In the Matter of applications of AT&T Inc. and Deutsche Telekom AG for consent to assign or Transfer Control of licenses and Authorizations

Dear Mr. Chairman,

Today, consumers are increasingly using smart phones, tablets, laptops and other mobile devices to wirelessly connect to the Internet and to each other. We expect access to our content, information and services wherever we are. As a result, consumer demand for wireless broadband is dramatically increasing and our wireless networks are struggling to keep pace with the demand. Given the network capacity challenges, policymakers must give meaningful consideration to AT&T's acquisition of T-Mobile as a means of addressing their near term wireless broadband capacity needs.

Despite the network challenges presented by the surging consumer demand, the United States must continue to lead in wireless broadband technologies. U.S. companies are at the forefront of driving innovations in devices, applications and services and an ever evolving wireless network is essential to realizing new and innovative offerings. An increasingly robust and efficient wireless network is part of a virtuous innovation cycle and a healthy wireless ecosystem is an important part of our global competitiveness.

AT&T's acquisition of T-Mobile represents a near term means of addressing the rising consumer demand. For example, the merged company will be able to leverage a larger network of cell sites allowing greater reuse of spectrum and increasing the wireless broadband capacity of the network. Furthermore, AT&T has indicated that it will migrate the T-Mobile network to LTE technology and offer LTE-based wireless broadband to 97.3 percent of the U.S. population. AT&T has stated that its LTE deployment will bring significant benefits to residents of rural areas and smaller communities, where the benefits of real-time video and similar capabilities are most urgently needed to fill gaps in physical infrastructure for healthcare, education, and other social needs.

The challenge of keeping pace with consumer demand and continuing to lead globally in wireless broadband services and products requires that we tackle the issue on multiple fronts. Many policy related efforts will not be able to quickly address near term capacity needs. The

FCC must seriously weigh the benefits of this merger and approve it. Such action will help to meet the near term wireless broadband needs of consumers and ensure that we are globally competitive as the world increasingly embraces wireless broadband connectivity.

Sincerely,

The Avaya logo consists of the word "AVAYA" in a bold, red, sans-serif font. The letter 'y' is stylized with a long, thin tail that extends downwards and to the right.The Brocade logo features the word "BROCADE" in a bold, black, sans-serif font. To the right of the text is a red stylized logo element resembling a double 'B' or a pair of crossed lines, with a registered trademark symbol (®) to its upper right.The Facebook logo is a blue rectangular box with the word "facebook" in white, lowercase, sans-serif font.The Microsoft logo is the word "Microsoft" in a bold, black, sans-serif font. The 'M' is stylized with a small registered trademark symbol (®) to its upper right.The Oracle logo is the word "ORACLE" in a bold, red, sans-serif font. The letter 'O' is stylized with a small registered trademark symbol (®) to its upper right.The Qualcomm logo is the word "QUALCOMM" in a bold, black, sans-serif font. The 'Q' is stylized with a small registered trademark symbol (®) to its upper right.The Palm logo is a black rectangular box with the word "Palm" in white, stylized, sans-serif font. The 'P' and 'M' are particularly prominent.The Yahoo! logo is the word "YAHOO!" in a bold, purple, sans-serif font. The exclamation mark is also in purple and has a small registered trademark symbol (®) to its upper right.

CC:

Commissioner Meredith Attwell Baker

Commissioner Mignon Clyburn

Commissioner Michael Copps

Commissioner Robert McDowell



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Chairman Julius Genachowski
Federal Communications Commission
445 12th Street, SW
Washington, D.C.
20554

May 31, 2011

Re: WT Docket 11-65

Dear Chairman Genachowski:

With 10,000 members and subscribers, we represent the voice of over 100,000 companies in Manhattan and partner with over 300 diverse business organizations in the city. Our members are part of one of the largest constituencies in the country representing approximately 1.6 million U.S. employees and approximately 4.5 million employees globally. This large community relies on high-speed broadband access to compete in the ever-changing business world. We know that the AT&T-T-Mobile merger will supply our state with the connectivity we deserve.

Those who live, work and do business in Manhattan depend not just on high-speed broadband connectivity, but on mobile broadband connectivity, as well. Our members, their customers, and our residents have integrated their mobile devices into every part of their day-to-day lives.

We believe that the AT&T-T-Mobile merger will make our great city even stronger. Our existing mobile broadband coverage will only improve, making Manhattan an even more attractive place to live, work, start or grow a business, or raise a family.

The Manhattan Chamber of Commerce is meeting the challenges of the 21st century -- a time when technology is, again, changing the face of business. As relevant today as it was 84 years ago, the Chamber is at the forefront -- supporting entrepreneurs as they do business in this exciting time in New York. For this reason, we are a leading supporter of the AT&T-T-Mobile merger and urge you to support our cause.

Yours truly,

Nancy Ploeger
President

CC: Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker



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May 27, 2011

CARL GUARDINO
 President & CEO

TO: Members of the Federal Communications Commission

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FROM: Carl Guardino, President & CEO
 The Silicon Valley Leadership Group

Founded in 1978 by David Packard of Hewlett-Packard, the Silicon Valley Leadership Group represents more than 340 of Silicon Valley's most respected employers on issues that affect the economic health and quality of life in Silicon Valley. Our members collectively provide nearly one of every three private sector jobs in Silicon Valley.

On behalf of the Leadership Group, it is my pleasure to submit the following observations regarding the proposed AT&T-Mobile merger:

1. This merger is a logical, viable solution to the looming spectrum shortages our economy faces.

2. Equally important, the merger will accelerate the deployment of the fastest mobile technology available today to over 300 million Americans.

For reasons we describe below, these two issues are crucial to maintain the nation's leading position in many emerging industries vital to the Valley.

I. Wireless & Telehealth

To begin, federal officials must recognize that many promising Silicon Valley ventures require public access to high-speed Internet service; wireless access is an important part of this. The Leadership Group is a longtime supporter of wireless broadband deployment through continued investment in such programs as the California Advanced Services Fund and California Telehealth Network. The Commission should know that California is a leader in promoting telehealth options that offer the potential for:

- Fast, real-time diagnoses,
- Fewer visits to the doctor's office,
- Greater ability to live independently, and
- The potential for significant savings on healthcare costs.

In the San Joaquin Valley, where access to affordable healthcare is a major issue, these benefits are already improving lives through the Valley Telehealth Partnership. This program offers real-time video access to specialists, as well as remote consultations on dermatology, endocrinology, gastroenterology, and infectious diseases.

This is just the kind of efficient, cutting-edge healthcare effort America needs to improve access at a competitive price. Advanced broadband is crucial for the success of telehealth and in heavily rural areas, where broadband deployment costs can be

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DAVID PACKARD

considerable, improved wireless access is the best and most cost-effective option to make this a reality.

II. Wireless & Clean Tech

Silicon Valley has a proud legacy of being the birthplace of many businesses and ideas that have changed the world. Many of our members are strongly committed to ensuring that the next wave of innovation transforms the Valley into an incubator for "Clean Tech," especially the clean energy aspect of clean tech.

Wireless technologies have been shown to offer cost-effective ways to control energy costs. One example of an innovative approach involves the growth of wireless gauge readers, which Silicon Valley companies are trying to perfect. These devices either replace or attach to existing old-style needle dial gauges. They record usage information and wirelessly communicate it to a central terminal.

This eliminates the need for technicians to collect the data manually. It also allows for inexpensive and remote monitoring of electrical usage, including thermostat settings, in ways that allow consumers to save energy and reduce costs. Our companies are also involved in developing web-based software applications for buildings that allow managers to control and manage the building's air temperature wirelessly by zones and occupancy. For example, a new thermostat recently developed by Silicon Valley company Cypress Envirosystems is equipped with wireless technology that offers the potential for a 10-15 percent reduction in yearly energy usage, with a very low switching cost. Additionally, these devices help reduce maintenance costs by allowing technicians to identify and pinpoint blockages, leaks and other problems.

Programs such as these are sustaining jobs and economic growth in California. Their continued growth depends on the accelerated deployment of high-speed, high-capacity wireless systems. This is the context through which we view the T-Mobile merger with AT&T. By expediting the roll-out of 4G-LTE wireless networks to 55 million additional Americans nationwide, the combined company offers tremendous growth potential for the Silicon Valley companies that are producing these cutting-edge technologies.

The Silicon Valley Leadership Group is dedicated to leading the country out of economic recession and building the industries of the future. We believe that federal policies can help create the environment that enables American businesses to flourish. Foremost among these involves spurring private companies to invest in the most advanced communications systems available, including 4G-LTE wireless networks. The merger of AT&T and T-Mobile offers the best option to expand these advanced networks nationwide.

Sincerely,



Carl Guardino
President & CEO
Silicon Valley Leadership Group



MISSOURI CHAMBER
OF COMMERCE AND INDUSTRY

May 18, 2011

Chairman Julius Genachowski
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: WT Docket 11-65

Dear Chairman Genachowski:

The Missouri Chamber of Commerce and Industry understands that the quality of life in our state depends on quality jobs for Missourians. To that end, we have one simple mission: to protect and advance Missouri business.

The expansion of mobile broadband throughout Missouri is a welcome sign to all Missourians and to businesses looking to locate or expand in our state. The economic vitality of rural Missouri is particularly impacted by access to the latest technology. That's why the proposed merger of AT&T and T-Mobile USA is so important. Expansion of wireless broadband connectivity is fast becoming a critical component to ensure all Missouri businesses – large and small – are able to compete locally and globally.

I ask that you support this merger and the economic benefits it will bring to Missouri business.

Sincerely,

A handwritten signature in black ink, appearing to read 'Daniel P. Mehan', followed by a horizontal line.

Daniel P. Mehan
President and CEO

cc:

Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker



May 25, 2011

Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Dear Mr. Chairman and Fellow Commissioners,

Over the past few centuries there have been countless famous, unique and quintessentially American things to come out of New Jersey: the light bulb, Campbell's Soup, salt water taffy, M&Ms, world famous tomatoes, Bruce Springsteen, Bon Jovi, Frank Sinatra, Atlantic City and President Grover Cleveland, to name a few. In order to keep up with this impressive pace of production, however, New Jersey needs to remain in a constant state of innovation and growth.

Any advancement or competitive edge that can be unleashed upon the great state of New Jersey will have a strong impact on business production and overall economic innovation. That is why the New Jersey Chamber of Commerce strongly believes that the FCC should approve of the proposed unification of the AT&T and T-Mobile telecommunications companies. This action in itself will have a serious positive impact on businesses in New Jersey and throughout the country.

When Thomas Edison and other business leaders signed our charter one-hundred years ago, there is no way that they could have predicted how drastically the economic landscape would change by 2011. In this day and age, having a reliable and fast broadband connection is essential to operating a successful business. It is important to the New Jersey Chamber of Commerce and thousands of businesses across the state that AT&T's 4G LTE service is upgraded and expanded, as the merger stands to do. Using this new and improved AT&T mobile service, New Jersey businesses will have the world at their fingertips to reach distant communities of untapped markets that are available to produce or consume our goods.

Technological advances can go a long way in the struggle to get ahead. The New Jersey Chamber of Commerce is in a perfect position to take stock of the current needs and challenges of industries and businesses in our state. We need this merger and can only hope that it receives your eventual approval.

EXHIBIT 10

In conclusion, I ask that you keep the Garden State in mind when deciding whether or not to approve of this merger. We can only continue producing such quality American goods if this merger is permitted to take place.

Thank you,
Sincerely,



Thomas A. Bracken
President/CEO
New Jersey Chamber of Commerce

CC:

Chairman Julius Genachowski
Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker



SAN FRANCISCO
CHAMBER OF COMMERCE *Where smart business starts.*

Steven B. Falk
President & CEO

May 23, 2011

Chairman Julius Genachowski
Federal Communications Commission
445 12th Street, SW
Washington, District of Columbia 20554

RE: The 11-65 proceeding, AT&T's application to merge with T-Mobile USA

Dear Chairman Genachowski:

The San Francisco Chamber of Commerce represents over 1,500 member businesses that employ over 250,000 Bay Area residents. They vary in size and industry and come from every neighborhood in the city. One thing they all have in common is their need for superior wireless communications technology to keep their businesses running smoothly. With the emergence of smartphones and tablets, many small business owners are able to remain connected to company operations and employees while still being able to operate outside the office. This increases productivity and efficiency, helping grow their business and our nation's economy.

Many people in San Francisco rely heavily on their cell phones and the demand for faster and more reliable connections is rapidly increasing. As carriers look for ways to meet these demands, AT&T will be able to expand their network capacity and provide the superior service we've all come to expect through their proposed merger with T-Mobile. Furthermore, if the merger is approved, AT&T will now be able to bring 4G LTE service to over 97 percent of the population, which will make staying connected, everywhere, easier than ever.

The economic vitality of our nation is directly connected to the growth of our businesses and their investment in our communities. By continuing their significant investment in our wireless services, AT&T will give a boost to the U.S. economy, creating jobs and improving business performance. In so many ways the merger will help our economy, and we hope you will not hinder the approval of this transaction, as it is vital to our nation's continued success.

Sincerely,

A handwritten signature in black ink, appearing to read "Steve B. Falk".

Steve Falk
President & CEO
San Francisco Chamber of Commerce

CC:
Commissioner Michael Copps
Commissioner Robert McDowell
Commissioner Mignon Clyburn
Commissioner Meredith Attwell Baker